

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)

PARKER McCAY, P.A.

Oren Klein/ok 8449

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**Attorneys for Pennsauken Township**

In Re:

SHAPES/ARCH HOLDINGS L.L.C., et al.,

Case No: 08-14631 (GMB)  
(Jointly Administered)

Judge: Gloria M. Burns

Chapter: 11

**CONSENT ORDER IN LIEU OF MOTION PURSUANT TO *D.N.J. LBR 9013-1(J)*  
PROVIDING FOR RELIEF FROM THE AUTOMATIC STAY AS IT APPLIES TO  
TOWNSHIP OF PENNSAUKEN WITH RESPECT TO CERTAIN TAX COURT  
APPEALS COMMENCED BY THE DEBTORS**

The relief set forth on the following pages, numbered two (2) through four (4) is hereby **ORDERED**.

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Debtors: Shapes/Arch Holdings L.L.C., et al.

Case No: Case No. 08-14631 (GMB)

Caption of Order: Consent Order in Lieu of Motion Pursuant to D.N.J. LBR 9013-1(j)

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Upon consideration of the application of Oren Klein, Esquire, of Parker McCay P.A., attorneys for secured creditor, Pennsauken Township ("Pennsauken"); and Jerrold N. Poslusny, Jr. Esquire, of Cozen O'Connor, attorneys for the Debtors and Debtors-In-Possession ("Debtors"), requesting the entry of a consent order in lieu of motion pursuant to D.N.J. LBR 9013-1(j); and the Court noting the consent of the parties to the form, substance and entry of the within consent order; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Joint Application establish just cause for the relief granted herein; and for cause shown, it is hereby:

**ORDERED** as follows:

1. The Automatic Stay as it applies to Pennsauken is hereby vacated to allow Pennsauken to prosecute, defend, pursue various claims, if any, and otherwise protect its interests in Direct Tax Appeals proceedings commenced by the Debtors and pending in the Tax Court of New Jersey, entitled Shapes, LLC v. Township of Pennsauken, (hereinafter "Tax Court Litigation"), concerning Debtors' appeal of the 2008 reassessments against realty commonly known as: 8600 River Road, 9000 River Road and 1777 Hylton Road, Pennsauken, New Jersey ("Realty").

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2. The automatic stay is vacated for purposes of allowing Pennsauken to raise and prosecute in the Tax Court, any affirmative claims it would be allowed to pursue under applicable state law. The Tax Court shall adjudicate the merits of the parties claims against each other and render any and all findings of fact and conclusions of law and to enter judgment based on the record presented to said court and any such judgment shall be valid and binding on the parties to said litigation or any parties hereinafter joined and the parties shall be entitled to enforce such judgment in accordance with applicable state law without further leave of this Court.

3. In the event that Pennsauken's reassessment against the Debtors' Realty is adjudicated and fixed by the Tax Court and a corresponding judgment is entered in favor of Pennsauken, then the Debtors the assignees and/or successor in interest, hereby waive their right to object to the assessed amount of Pennsauken's claim as fixed by the Tax Court but preserve their right to object on any other ground.

4. The parties to this Consent Order reserve all rights and remedies and hereby enter into this Consent Order without admission of any fact or liability, and without waiver of any right or claim to assert a different or modified position than embodied herein.

5. The ten (10) day period to appeal the Consent Order is hereby waived, as the Parties agree that time is of the essence

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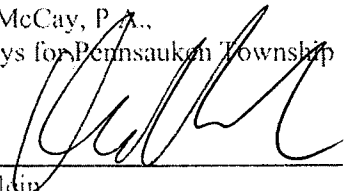
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We the undersigned hereby consent to the form and content and entry of the within

Consent Order.

Parker McCay, P.A.,  
Attorneys for Pennsauken Township

By:   
Oren Klein

Dated: 6/14/08

Cozen O'Connor  
Attorneys for Debtors

By:   
Jerrold N. Poslusny, Jr.

Dated: 6/18/08